



John R. Wilner
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JWILNER@BRYANCAVE.COM

May 18, 2005

STAMP AND RETURN

Via Courier

FCC/MELLON

MAY 18 2005

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
Media Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Bryan Cave LLP
700 Thirteenth Street NW
Washington, DC 20005-3960
Tel (202) 508-6000
Fax (202) 508-6200
www.bryancave.com

Re: MB Docket No. 05-192
Application for License Transfer

Dear Ms. Dortch:

Enclosed please find an application (and associated Form 159 and required filing fees) requesting authority for the transfer of certain identified Cable Television Relay Station licenses associated with the above-referenced docket. This is a "second step" application pertaining to licenses for which a separate "first step" application is being submitted to the Commission concurrently herewith.

Should you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

John R. Wilner
Counsel for Time Warner Inc. and
Time Warner Cable Inc.

JRW/vih

Enclosures

cc: Steven J. Horvitz

jrwl/0187344/277481v1

Chicago
Hong Kong
Irvine
Jefferson City
Kansas City
Kuwait
Los Angeles
New York
Phoenix
Riyadh
Shanghai
St. Louis
United Arab Emirates (Dubai)
Washington, DC

And Bryan Cave,
A Multinational Partnership,
London

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION
LICENSE

FCC Form 327

SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information

1. (a) Type of Application: (Check only one box)

- ☐ New License
☒ Transfer of Control
☐ Assignment of License

- ☐ Major Amendment of Application
☐ Minor Amendment of Application
☐ Modification of License
☐ Renewal of License

(b) Type(s) of Amendment(s) or Modification(s):
(Check the appropriate box(es)).

- ☐ Add Channel(s)
☐ Change Transmitter
☐ Change Transmit Site
☐ Increase Operating Power
☐ Change Emission Code
☐ Minor Modifications
- ☐ Change Antenna Height
☐ Change Antenna Structure Height
☐ Change Antenna System
☐ Add Receive Site(s)
☐ Change Receive Site(s)
☐ Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: See Exhibit 1

If this application amends a pending application, provide the file number: _____

2. (a) Applicant Information

FRN 003-4799-61		EIN or SSN 13-4099534	
Legal Name Time Warner Inc.		Business Name (if applicable)	
Mailing Address 1 Time Warner Center			
City New York	State NY	Zip Code 10019	Telephone (212) 484-8000

(b) Contact Information *

Contact Name John R. Wilner		Business Name Bryan Cave LLP	
Mailing Address 700 Thirteenth Street, N.W., Suite 700		E-mail Address jwilner@bryancave.com	
City Washington	State DC	Zip Code 20005	Telephone (202) 508-6041

(c) Address where Station's Records will be Maintained

Address ON FILE - NO CHANGE			
City	State	Zip Code	Telephone

*See Exhibit 2 for additional contact names.

3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates?

If "YES," attach as Exhibit A-1 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.

X

4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked?

If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.

X

(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?

X

5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.

X

6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.

7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as Exhibit A-4 a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committees, frequency coordinator, etc.).

8. List all attachments, exhibits, and or specifications that will be included on this schedule:

Exhibit 1: List of Licensees/Licenses

Exhibit 2: Additional Contacts

Exhibit A-3: Eligibility Statement

Exhibit B-1: Family Tree

Exhibit B-2: Description of Transaction

CERTIFICATION

All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that neither the applicant nor any other part to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.

The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an authorization in accordance with this application.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE
PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH.
See 18 U.S.C. § 1001.

I CERTIFY that the statements in this application are true, complete,
and correct to the best of my knowledge and belief and are made in
good faith.

Print Full Name

Steven Teplitz

Print Title

Vice President and Associate General Counsel

Signature



Date (mm/dd/yyyy)

05/18/2005

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.


Legal Name (if person, last name first)	EIN or SSN	Entity Code	State
Time Warner Inc.	13-4099534	3	DE

2. Attach as Exhibit B-1 the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

SECTION II. Assignment of License or Transfer of Control

Attach as Exhibit B-2 a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

Licensee Information

FRN 0013-7879-42			
Legal Name (if person, last name first) C-Native Exchange III, LP		Business Name	
Mailing Address 1500 Market Street	City Philadelphia	State PA	Zip Code 19102
Telephone No. (215) 665-1700	E-mail Address		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name Arthur R. Block		Print Title Senior Vice President	
Signature 		Date (mm/dd/yyyy) 5/12/05	

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

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Legal Name (if person, last name first)	EIN or SSN	Entity Code	State
Time Warner, Inc.	13-4099534	3	DE

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Licensee Information

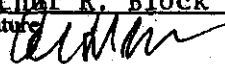
PRN 0013-4726-42			
Legal Name (if person, last name first) C-Native Exchange I, LLC		Business Name	
Mailing Address 1500 Market Street	City Philadelphia	State PA	Zip Code 19102
Telephone No. (215) 665-1700	E-mail Address		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name Arthur R. Block		Print Title Senior Vice President	
Signature 		Date (mm/dd/yyyy) 5/12/05	

EXHIBIT 1

LICENSEE

C-Native Exchange I, LLC
FRN: 0013-4726-42

C-Native Exchange III, LP
FRN: 0013-7879-42

CALL SIGN

WLY-501
WLY-348

WHZ-677
WGV-990
WLY-812
WLY-816
WLY-817
WLY-815
KA-80623

LOCATION

Los Angeles, CA
Los Angeles, CA

Commerce, TX
Wylie, TX
Farmerville, TX
Commerce, TX
Cooper, TX
Greenville, TX
Near Dallas, TX

EXHIBIT 2

In addition to the contact person shown in response to Item 2(b) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit 1 should be directed to:

Marc J. Apfelbaum, Esq.
General Counsel
Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

Steven J. Horvitz, Esq.
Cole, Raywid & Braverman LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006

EXHIBIT A-3

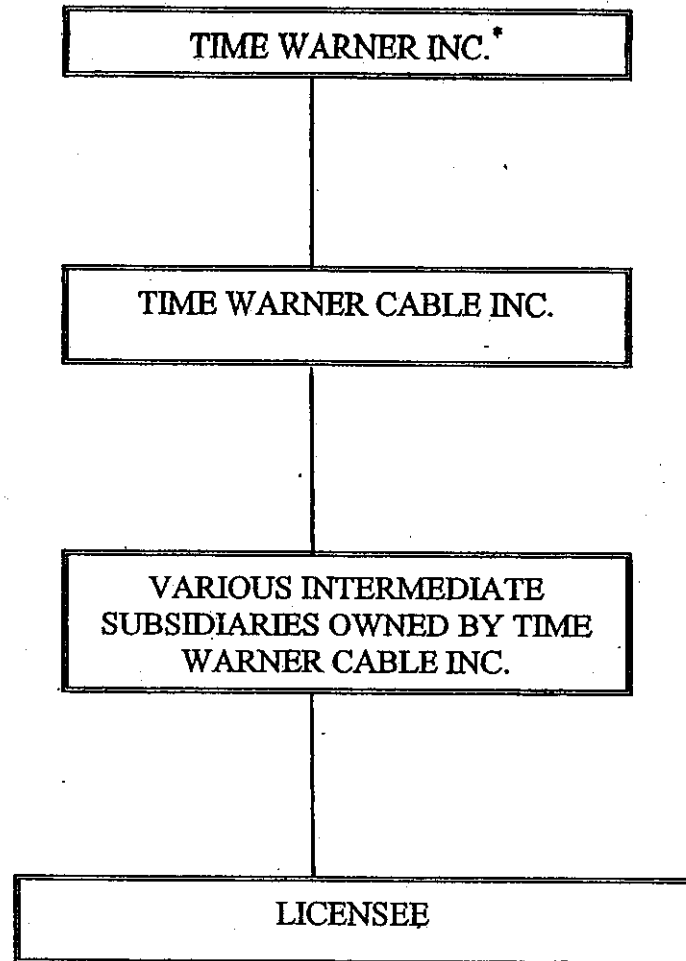
ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensees are authorized to use the subject CARS facilities in connection with their cable television operations and will continue to do so following completion of the transaction. As described in Exhibit B-2 hereto, control of the Licensees is being transferred to the Applicant. Accordingly, that company will be eligible in the CARS service.

The acquisition of ultimate control of the licensees by the Applicant will not contravene any of the Commission's cross-ownership rules.

EXHIBIT B-1

FAMILY TREE



* Final Controlling Entity
277229v1

EXHIBIT B2

DESCRIPTION OF THE TRANSACTION

This application arises from a series of agreements involving Adelphia, Comcast, and Time Warner Cable. As a result of the transactions contemplated by these agreements: (1) Time Warner Cable and Comcast will each acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems now owned or managed by Adelphia (the "Adelphia Transactions"); (2) Time Warner Cable and Comcast will swap certain cable systems, including certain cable systems newly acquired from Adelphia and certain cable systems that they each currently own (the "Swap Transactions"); (3) Time Warner Cable will redeem Comcast's existing equity and partnership interests in Time Warner Cable and Time Warner Entertainment Company, LP, in exchange for the distribution to Comcast of certain cable systems and cash (the "Redemption Transactions"); and (4) Time Warner Cable will emerge as a publicly traded company, voting control of which will continue to be held by Time Warner Inc.

This application, and the applications being filed concurrently herewith, seeks Commission consent to accomplish the various license assignments and/or transfers of control necessary to effectuate the Adelphia Transactions, the Swap Transactions, and the Redemption Transactions. A Public Interest Statement and copies of the agreements referenced above are being submitted to the Commission concurrently herewith and can be found in MB Docket No. 05-192.

This particular application pertains to the Swap Transactions. (This is actually the "second step" in a two-part transaction. It assumes a grant of a companion application seeking pro forma approval to assign the referenced licenses among Comcast subsidiaries.) It is being submitted pursuant to an Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc., Comcast Corporation, and certain related entities. This application seeks approval to transfer control of certain Comcast subsidiaries and associated licenses to Time Warner Inc.